

Exhibit 11

1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

3 -----X
4 PIONEER BUSINESS SERVICES, LLC D/B/A FOUR
5 CORNERS AVIATION SERVICES,

6 Plaintiffs,
7 -against-

8 Case NO.:
9 1:22cv6206

10 VISTAJET US, INC,

11 Defendants.

12 -----X

13 DEPOSITION OF BRIAN GOLDFEDER
14 DATE: January 20, 2023

15
16 Reported by:
17 Gabriella Tutino
18 Job No. 221654
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24
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Brian Goldfeder

THE VIDEOGRAPHER: We are on the record.

Today's date is January 20, 2023. The time on the video is 9:29 a.m. This is video one in the deposition of Brian Goldfeder in the matter of Pioneer Business Services LLC versus VistaJet US Inc. in the US District Court, Southern District of New York, case 1:22VC6206. This deposition is taking place at 1251 Sixth Avenue, New York New York. The videographer is Dmitry Zvonkov, the court reporter is Gabriella Tutino both with TSG. Will Counsel please identify themselves for the record.

MR. HAVELES: Peter Haveles of Akerman LLP on behalf of plaintiff.

MS. HENNEBERRY: Molly Henneberry, Akermam LLP.

MS. NIWOROWSKI: Joanna Niworowski from AXS Law Group on behalf of defendants.

THE VIDEOGRAPHER: Will the reporter please swear in the witness.

B R I A N G O L D F E D E R, after having first been duly sworn by a Notary Public of the State of New York, was examined and testified as follows:

Brian Goldfeder

filed in this case by VistaJet.

(Whereupon, a counterclaim was marked as Goldfeder Exhibit 3 for Identification.)

Q. Take a moment to look at the document. You don't have to read it in detail, but look through it so you can determine whether you've ever seen this document or not. That's my only question, have you seen this before?

A. I have not seen this before.

Q. Okay. I ask you to turn to page 12. Take a moment to read to yourself paragraph 39. If you want to look at anything before or after, you're welcome to, I'm going to ask you a couple of questions about paragraph 39, okay?

A. Okay.

Q. All set. Can't say mh-hm, you have to say yes or no?

A. Yes.

Q. Are you aware of any brokers who advised VistaJet about the FCA marketing brochure as described in paragraph 39?

A. I am not.

Q. In the phone call that you had, did anyone, did that person talk about the FCA marketing brochure in the manner that's described in paragraph 39?

A. No.

Q. Take a moment to read paragraph 42 to yourself. In paragraph 42 it states, FCA's brochure is likely to cause

Brian Goldfeder

consumer confusion by implying a non existent partnership with VistaJet and FCA and by creating the false impression that VistaJet was either connected to or vouch for the quality of the goods and services that FCA offered, including locating charter alternatives, and flight administrative and management services. Other than discussions internally at VistaJet, are you aware of any communications be they oral or written in which someone outside of VistaJet expressed such confusion?

A. Yes.

Q. Is that the one phone call you referred to?

A. Yes and another e-mail is that someone asked if a trip had been quoted to FCA.

Q. I'll show you that e-mail later on. Other than that phone call and e-mail, those are the only two communications with external parties that you believe has any relevance about potential for confusion?

A. Yes.

Q. I ask you to turn to page 17. Take a moment to read paragraph 71 to yourself?

A. Okay.

Q. Paragraph 71 states, FCA use of the VistaJet marks is described above constitutes a false designation of origin in violation of 15USC Section 1125A1 because it is without VJL or VistaJet's consent and is likely to cause confusion common to

Brian Goldfeder

cause a mistake and to deceive as to the origin or source of FCA services, and or to cause consumers to believe mistakenly that FCA and or FCA's insight card is part of VistaJet's services including the VistaJet program, is sponsored, licensed, endorsed or approved by VistaJet or is otherwise affiliated with VistaJet through a cobranded partnership that does not exist. In the two communications that you identified, was there any reference to the FCA insight card?

A. There was not.

Q. In the two communications that you identified, we'll look at the e-mail and talk about the call in detail momentarily, were there any communications where either party indicated that it believed that FCA was sponsored, licensed, endorsed or approve by VistaJet?

A. During the phone call, the client who called me, we were in a conversation. A man named Ryan Auer, who works for a company called Air Partner. He said that he believed that his, Four Corners Aviation had bought a program for his clients.

Q. Okay, we'll come back to that. Did he indicate, did he say that he believed that VistaJet sponsored FCA?

A. He did not.

Q. Or that VistaJet licensed or endorsed or approved of the FCA?

A. He did not.

Brian Goldfeder

Q. Let me ask you to turn to page 19. I'd like you to take a moment to read paragraph 86. Let me know when you're finished. All done?

A. Yes.

Q. Thank you. Paragraph 86, FCA's knowing and deliberate conduct is likely to result in consumers purchasing its services in the mistaken belief that they originate with or are offered under the auspices of VistaJet. Are you aware, do you have any information or knowledge that consumers, third parties purchased services from FCA in the mistaken belief that FCA services originated where they were offered under the auspices of VistaJet?

A. No.

Q. To prepare for your deposition today, did you review any documents?

A. I took a look at the e-mail that was sent.

Q. Other than that e-mail did you look at any other documents?

A. No.

Q. To prepare for your deposition, did you meet with anyone else? That's a yes or no. I'm not going to ask for the substance until I learn more about the meeting itself?

A. Can you be more specific.

Q. Did you have any meetings with anyone for the purpose

Brian Goldfeder

A. No.

Q. Or Exhibit 5 rather?

A. No.

Q. Were you aware that on July 1, 2022, counsel for FCA sent a letter provided notices of default and advising FCA that it would no longer be able to use the VistaJet aircrafts unless it cured those defaults?

A. No.

Q. Separate and apart from brokers, have you ever had any conversations with any VistaJet customers about FCA?

A. No.

Q. Have you ever any discussions with any -- withdraw that.

Other than brokers, have you ever had any discussions with any potential or new customers of VistaJet regarding FCA?

A. No.

Q. Okay. So now let's talk about your communicates with Air Partners. And they're two you've identified. The telephone conversation with Mr. Auer and your e-mail exchange; correct?

A. Correct.

Q. Are there any other communications with Air Partner about FCA or the Mente Group other than those two communication?

A. No.

Brian Goldfeder

Q. Have you had communications with any other charter broker about FCA or Mente Group as it relates to use of the VistaJet hours?

A. No.

Q. So the telephone conversation, do you recall when that occurred?

A. It was on or around July 6th.

Q. What causes you to recall that the conversation was on or about July 6th?

A. Because, I remember Tony my boss was off, and I made a note in my notebook to talk to him about it the following day.

Q. Did you provide anyone, any counsel, a copy of your notation in the notebook about your call with Air Partner in connection with the production of documents in this case?

A. No, it was a scribble pad. Just wrote a quick note to talk to Tony the following day.

Q. Other than saying talk to Tony, did it say anything else?

A. No.

Q. Do you still have that scribble pad?

A. No.

Q. When was it destroyed?

A. I don't recall.

Q. Was it destroyed before -- was it destroyed at or

Brian Goldfeder

around the time of your conversation with Tony?

A. I don't recall.

Q. Was it destroyed on or after July 17, 2022?

A. I don't recall.

Q. Did you make any notations about the conversation that you had with Mr. Auer on that note?

A. No.

Q. So, how long did your -- first of all, who is Mr. Auer? What's his capacity at Air Partners to the best of your knowledge?

A. He's a broker for Air Partner.

Q. Do you know what his title is?

A. I believe director of business development, but I'm not hundred percent on that.

Q. Prior to your receiving the call from Mr. Auer on or about July 6, 2022, had you had business dealings with Mr. Auer in your capacity as sales manager?

A. Yes.

Q. How frequently did you communicate with Mr. Auer prior to that July 6th call?

A. Couple times a week.

Q. And in those calls you would speak to him about a couple times a week, what was generally the nature or the substance of those conversations?

Brian Goldfeder

A. Regarding trips, future trips, currently booked trips.

Q. When -- in those various conversations prior to July 6th was there any reference to FCA or Mente Group in those conversations?

A. No.

Q. In those conversations prior to July 6th was there any discussion or mention of flights that were provided by VistaJet or -- withdraw that.

During your communications prior to July 6th with Mr. Auer were there any discussions at any time about providing flights for the Dalio family office?

A. That was the end client. We've done a couple flights together.

Q. Prior to July 6th?

A. Correct. But I do not know of the clients, brokers have a bunch of clients. They ask for trips profile, they don't tell us who the passengers are until time for booking.

Q. Do you recall when Mr. Auer had conversations with you about ultimately booking flights for the Dalio family office?

A. I don't recall exactly those trips. We've done a lot of business together for a lot of different clients.

Q. Do you recall whether they were before or after April 1, 2022?

A. I believe both.

Brian Goldfeder

Q. Do you recall were there any of those, between April 1 and July 1, 2022?

A. I don't have recollection of which flights flew. I know we've done flights for them before with Air Partner. But to the dates of those flights flying, I can't speak to.

Q. Okay. What about with respect to EF Falcon or its principal Peter McCosling, any discussions with Mr. Auer at all about providing VistaJet flights for EF Falcon or Mr. McCosling?

A. The name doesn't come to mind.

Q. Any discussions with Mr. Auer about providing VistaJet flights for any members of senior management including its chairman of Coca-Cola?

A. No.

Q. So you get the call with Mr. Auer on July 6th. Who initiated that call?

A. I did.

Q. What was the purpose of your calling him?

A. I had quoted him a trip, he asked me for a quote the week before. I don't recall the exact routing, I believe it was touching Saudi Arabia but I don't remember the exact routing. But you know part of the job after quoting is following up and seeing where the quote is at in order to close the deal. He said --

Brian Goldfeder

Q. Piecemeal, so we don't get it all bunched together?

A. Yes.

Q. Do you recall whether he identified the customer for whom you were quoting the Saudi Arabia trip?

A. I don't recall.

Q. You called him to tell him about your quote and then tell me, did the conversation start with your saying, here's my quote?

A. I already quoted the trip. So I called him and said how are you, how is my pricing looking.

Q. Then what was his response?

A. Do you know anything about Four Corners Mente Aviation.

Q. That was his question to you?

A. Yes. He said that he believed that Four Corners Mente Aviation had purchase a VistaJet program for I guess the client that I quoted the trip for. Air Partners is my client, as I mentioned they don't tell me who is flying. But he said do you know about Four Corners Mente Aviation. To my recollection I Googled it, because I never heard of it before.

Q. Before you Google, let's just stay with the phone call unless you Googled during the call?

A. I did.

Q. You Googled during the call?

Brian Goldfeder

A. I said, looks like a broker.

Q. Okay. Do you recall the two of you saying anything else about Four Corners in that conversation?

A. All I said was looks like a broker. He said, I think they might have bought a VistaJet program for one of my clients.

Q. Okay. So when you had this conversation you were unaware that there was the agreement as of April 1st where the soft bank hours were given to FCA for the right to, FCA to resell as opposed to acting as a broker?

A. I was unaware.

Q. Other than you saying it looks like a broker, do you recall saying anything else to him?

A. He asked me if I could look into it. I said, we don't discuss VistaJet program agreements, just like I don't discuss broker agreements with anyone else.

Q. Have we now gone through the entirety of the conversation that you and Mr. Auer had about FCA?

A. He dropped it after that.

Q. Okay. So then, you make a note to yourself to call, to speak to Tony when he gets back to the office?

A. The reason I had wanted to speak to Tony.

Q. I didn't ask the reason. Is this the next that happened, you made a note to yourself, call Tony because

Brian Goldfeder

anything else to him?

A. I just raised it as unusual.

Q. Did you tell him about the conversation you had with Mr. Auer?

A. Yes.

Q. So you told him about the conversation. You told him about the research you did when you looked at the time line; correct?

A. Correct.

Q. Anything else besides those two things that you conveyed to Mr. Nguyen?

A. No.

Q. What was Mr. Nguyen's response?

A. Let's keep an eye on it, but that was the extent of it.

Q. Okay. Did you have any followup conversation or further conversations with Mr. Nguyen after you had that initial report to him?

A. Not to my recollection.

Q. Did you speak to anyone else besides Mr. Nguyen after that conversation?

A. No.

Q. Did you monitor or followup on things after you had that conversation with Mr. Nguyen?

Brian Goldfeder

A. No.

Q. So did you have any idea -- I'll withdraw that.

Did you have any further discussion with Mr. Auer about FCA or Mente after that July 6th call?

A. No.

Q. Did you make any notes or send any e-mail about the July 6th conversation with Mr. Auer?

A. No.

MR. HAVELES: Let's mark as Exhibit 7 an e-mail exchange, the last of which is dated July 20, '22 from Ron Muller to Brian Goldfeder. Bears the Bates numbers VJ9061 through 64.

(Whereupon, e-mail exchange was marked as Goldfeder Exhibit 7 for Identification.)

Q. Take a moment just to look at it and then I'll ask you some questions.

A. Okay.

Q. Is this the e-mail to which you referred earlier in your deposition as the other conversation that you had?

A. Yes.

Q. Let's go through it. First, Mr. Muller, do you know what his position is at Air Partner?

A. I believe he's also director of business development.

Q. Prior to the July 20th e-mail exchange with Mr.

Brian Goldfeder

Muller, had you had business dealings with him from time to time in your capacity as a sales manager in VistaJet?

A. Yes.

Q. So I note in your title on the e-mail it describes you as senior sales manager. Were you once just a sales manager then promoted to senior sales manager or was the title always senior sales manager?

A. It was always senior sales manager.

Q. What were the nature of your business dealings with Mr. Muller or Muller?

A. Muller.

Q. Prior to the July 20th exchange?

A. Ron is a broker and quoting trips and working on trip.

Q. Prior to the July 20th e-mail, had you had any discussion with Mr. Muller about FCA or Mente Group?

A. No.

Q. I meant to ask, in your conversation with Mr. Auer did he ever refer to seeing a FCA brochure?

A. No.

Q. Coming back to Mr. Muller, is this e-mail exchange the full extent of the communication you had with Mr. Muller as it relates to FCA or Mente Group?

A. It is, yes.

Q. Did you have any telephone conference with Mr. Muller

Brian Goldfeder

after this e-mail exchange with respect to FCA or Mente Group?

A. Not to my recollection.

Q. So, let's go to the back of the document and start at the very bottom of page 9062. That's chronologically the first e-mail. It's from you to Mr. Muller with a CC to yourself.

Let me ask why, when you're sending it from your VistaJet mailbox, why do you CC yourself?

A. These e-mails, sending quotes are automatically generated from our system. And so I CC myself so I had a copy easily referenceable. I can look it up another way but this is the easiest way to reference it.

Q. Okay. Subject is quotation global 6,000, and then there's text afterwards. Is the text Dear Ron Muller, et cetera, is that computer generated or something you type yourself?

A. It's computer generated. Dear Ron Muller thank you for your inquiry is computer generated. The please find attached offer with the price is computer generated and then I added the note, very limited availability stop is required and included in the price.

Q. So. Prior to July 20th did Mr. Muller ask you for this quote?

A. He did.

Q. How so?

Brian Goldfeder

A. I believe phone call.

Q. What did he tell you in the phone call in which he asked for the quote?

A. He just asked for the quote.

Q. Nothing more?

A. Nothing more.

Q. When you said he asked for the quote, how did he ask for the quote? I'm ignorant on these kind of stuff, so educate me?

A. So typically, how's it going, can you quote me this trip. I say absolutely, we'll send it over shortly.

Q. When you say this trip, does he give you a departure point and an arrival point?

A. Correct. The details typically are departure point, arrival point, amount of passengers, type of aircraft and date and time.

Q. So he gave you all the information?

A. He did.

Q. Did he tell you anything about the customer?

A. He did not.

Q. You received an e-mail back a little bit later that day, kind of hard to tell the times because of the, we're not sure of the time convention being used in the e-mail. An e-mail comes back later that day from Mr. Muller saying,

Brian Goldfeder

thanks can you see if this was quoted to four corners direct please. Between the two e-mails, your computer sending the quote and him coming back with, Mr. Muller coming back with this request, had you had any telephone communications with him about the quote?

A. Not to my recollection.

Q. And no other e-mail communications about the quote; right?

A. No.

Q. So, when you received this request or this query from Mr. Muller, can you see if this was quoted to four corners direct please, what did you do when you saw that request?

A. I checked for similar quotes on the wholesale side of the business. Many times an end client will ask multiple brokers for a quote and we give everybody the same price is how we do business to keep that playing field fair and our system highlights if it's been quoted to more than one party on the wholesale side of the business.

Q. Given what you had seen when you did research after your call with Mr. Auer, there being an FCA account, did you look on the retail side to see if FCA had done anything?

A. I did not.

Q. You don't know, you didn't look at the retail side to see what FCA had requested or booked?

Brian Goldfeder

A. I'm not privy to that information. And it's confidential information that the program side deals with.

Q. You would only know if FCA reached out as a broker and asked could you do something?

A. Correct.

Q. Not if FCA did something in connection with hours that it had purchased and had a right to resell?

A. That's correct.

Q. On the next e-mail which is sent later that evening to Mr. Muller you respond, just you on this Ron. Was this reply sent after you looked at the wholesale system?

A. Yes.

Q. Since, why did you say just you on this Ron?

A. There were no similar quotes. The specific routing had only been quoted to Ron.

Q. With respect to what you looked at in the wholesale system without knowing what was on the retail side?

A. Correct.

Q. You send an e-mail back. Now the time conventions are totally confusing because we don't know, the way the e-mail works, sometimes it's coming using the UK system, as you see up in the very top. And sometimes it's using American time zones. So I don't know what time zone we're in for the next e-mail. But you send an e-mail saying, and sorry for the

Brian Goldfeder

delay. It looks like it's sent at the same, when you look at the minutes and seconds and ignore the five-hour time difference between New York and the UK. Did you send that e-mail like seconds later to apologize?

A. I was in Europe in July at one point working at the office so that could be.

Q. Also it's because of the e-mail server messes things up. I've had e-mails with all kinds of inconsistent time zones in the same change. That's a document production issue, don't worry about that. Do you recall sending immediately after a short little apology note to Mr. Muller saying sorry for the delay?

A. I pride myself on quick communication. It's a way I retain clients personally. So I was just apologizing for taking a while to get back to him.

Q. He writes back, thanks so much bud. Is that now the entirety of the discussion that you and Mr. Muller have had prior to your deposition today about FCA?

A. It is, yes.

Q. Did you ever find out whether FCA through the retail side with hours it had purchased for resell had sought to book a similar flight in later in July?

A. Not for this one, no.

Q. Going to the quote back, this is a quote for flights

Brian Goldfeder

for July 20, 2022?

A. July 26, 2022.

Q. 26, 2022?

A. Correct.

Q. I was looking at page 9063 it says July 20th?

A. If you look at where it says trip, it says the date of the quote.

Q. Were you aware that to the extent that flights were being obtained or that VistaJet had advised FCA that it was not going to provide any flights after July 18th unless they cure the alleged defaults?

A. I was not aware.

Q. So you have no idea whether this trip that Mr. Muller is reaching out to you on has something to do with finding an alternative flight because VistaJet aircrafts were not available to the Dalio family office -- withdraw that.

Do you know who the customer was for this quote?

A. I don't.

Q. You don't know if this quote was for a customer of FCA that was not going to be able to use the VistaJet aircraft because of the legal correspondence starting on July 1?

A. I do not.

Q. In your discussions with Mr. Muller apart from this e-mail exchange, any reference to the FCA brochure?

Brian Goldfeder

A. No.

Q. Has anyone outside of the VistaJet organization ever said anything to you about the FCA brochure?

A. No.

Q. Have you ever had any discussions with anyone within the FCA organization, sorry within the VistaJet organization about the FCA brochure?

A. No.

Q. Do you continue to have dealings from time to time with Mr. Auer and Mr. Muller?

A. I do.

Q. Have any of them asked you about FCA in those conversations since the July 6th and July 20th exchanges?

A. No.

Q. Have you told either Mr. Auer or Mr. Muller that VistaJet is in litigation with FCA?

A. No.

Q. When did you first learn that FCA and VistaJet were in litigation?

A. When counsel contacted me.

Q. About your deposition?

A. Correct.

Q. Did Mr. Muller ever explain to you why he was asking whether FCA had asked about quotes, to get quotes for this

Brian Goldfeder

Saudi Arabia flight?

A. No.

Q. Have we exhausted your knowledge about all communications that anyone from VistaJet -- withdraw that.

Are you aware of anyone other than yourself at VistaJet having discussion with anyone outside the VistaJet organization about FCA?

A. Sorry could you repeat that.

Q. Are you aware of anyone in the VistaJet organization other than you having discussion with third parties IE people who are not employed by VistaJet about FCA?

A. I am not aware.

Q. Have you seen any complaints from anyone outside of the VistaJet organization about the FCA brochure?

A. Not to me.

Q. Regardless to who it's directed, have you ever seen any e-mails or documents where people complained or expressed concern or confusion about the FCA brochure?

A. No.

Q. Has anyone within VistaJet other than counsel ever told you about complaints or comments received from parties outside the VistaJet organization about the FCA brochure?

A. No.

Q. Have anyone other than counsel ever told you that

Brian Goldfeder

VistaJet has received comments from parties outside the VistaJet organization that they are confused about the relationship between FCA and VistaJet?

A. No.

MR. HAVELES: Let's go off the record. I want to confer with my colleague and then we'll be able to wrap up when we come back or maybe a couple minutes afterwards if she has some questions about things that I have forgotten.

MS. NIWOROWSKI: Short redirect.

THE VIDEOGRAPHER: This ends unit 2. We're off the record at 11:17.

(Off the record.)

THE VIDEOGRAPHER: This begins Unit 3. We are on the record at 11:29.

MR. HAVELES: We have no further questions subject to any further examination after your cross.

EXAMINATION BY MS. NIWOROWSKI:

Q. Great, all right I have a few redirects. Earlier you were asked about your work laptop and work phone. Do you remember that?

A. Yes.

Brian Goldfeder

Q. And, you said that you only keep work files on your work laptop; is that correct?

A. Correct.

Q. The same thing with your work phone?

A. Correct.

Q. In connection with this litigation, did anyone from VistaJet ask you to search your work laptop for documents responsive?

A. They did.

Q. Did anyone from VistaJet ask you to search your work phone for documents?

A. Yes.

Q. And, did you search your work laptop?

A. I did.

Q. And where did you search on your laptop?

A. Both the local drive and any file drives I use to store information.

Q. How did you search for responsive documents?

A. Key words.

Q. What key words did you use?

A. FCA and Four Corners Aviation.

Q. Did you search your work phone for responsive documents?

A. I did.

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